

AGREEMENT TO RECOGNIZE SUCCESSOR IN INTEREST

The HEWLETT-PACKARD COMPANY (Contractor), a corporation duly organized and existing under the laws of Delaware, and the UNITED STATES OF AMERICA (Government), enter into this Agreement as of May 30, 2003, pursuant to Subpart 42.12 of the Federal Acquisition Regulation.

(a) THE PARTIES AGREE TO THE FOLLOWING FACTS:

(1) The Government, represented by various Contracting Officers of the National Aeronautics and Space Administration and various other agencies, has entered into certain contracts and purchase orders with COMPAQ FEDERAL, LLC, a wholly-owned subsidiary of the Contractor, as shown in the attached list marked 'Exhibit A' and incorporated in this Agreement by reference. The term "the Contracts", as used in this Agreement, means the above contracts and purchase orders and all other contracts and purchase orders, including all modifications, made by the Government and COMPAQ FEDERAL, LLC before the effective date of this Agreement (whether or not performance and payment have been completed and releases executed if the Government or COMPAQ FEDERAL, LLC has any remaining rights, duties, or obligations under these contracts and purchase orders).

(2) Effective May 30, 2003, COMPAQ FEDERAL, LLC underwent a corporate restructuring pursuant to which COMPAQ FEDERAL, LLC was merged with and into its parent, the Contractor (the "Merger"). As described in the "Agreement and Plan of Merger," dated May 27, 2003, on the above effective date, all the property, rights, privileges, powers and franchises of COMPAQ FEDERAL, LLC, and the Contractor vested in the Surviving Corporation, and all debts, liabilities, obligations, restrictions, disabilities and duties of COMPAQ FEDERAL, LLC, became the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation. On the same date, the corporate existence of COMPAQ FEDERAL, LLC, ceased, and the Contractor continued as the Surviving Corporation of the Merger, with the same Certificate of Incorporation and the same Bylaws.

(3) This Agreement acknowledges a change of corporate structure only and all rights and obligations of the Government and of the Contractor, as the successor in interest to COMPAQ FEDERAL, LLC, under the Contracts are unaffected by this change.

(4) Documentary evidence of this change of corporate structure has been filed with the Government.

(b) IN CONSIDERATION OF THESE FACTS, THE PARTIES AGREE AS FOLLOWS:

(1) The Contracts covered by this Agreement are hereby amended by substituting the name "HEWLETT-PACKARD COMPANY" for the name "COMPAQ FEDERAL, LLC" wherever it appears in such contracts.

(2) Contractor hereby confirms that it is bound by each Contract in accordance with the conditions contained therein, and that it is responsible for all obligations, liabilities, and claims related thereto.

(3) The Government hereby recognizes Contractor as the successor in interest to the Contracts as a result of the Merger and will look to the Contractor for performance of all contracts and purchase orders affected by this Agreement.

(4) Each party has executed this Agreement as of the day and year first above written.

UNITED STATES OF AMERICA,

By Cynthia L. White
(Signature)

Cynthia L. White

(Printed Name)

Title Contracting Officer

HEWLETT-PACKARD COMPANY,

By Gene A. Saxman
(Signature)

Gene A. Saxman

(Printed Name)

Title Federal Contracts Manager

CERTIFICATE

I, Ann O. Baskins, certify that I am the Secretary of HEWLETT-PACKARD COMPANY; that Gene A. Saxman, who signed this Agreement for this corporation, was then Federal Contracts Manager of this corporation; and that this Agreement was duly signed for and on behalf of this corporation by authority of its governing body and within the scope of its corporate powers.

Witness my hand and the seal of this corporation this 18th day of July 2003.

By Ann O. Baskins

[CORPORATE SEAL]